

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

COMPASS, INC.,

Plaintiff,

v.

Case No. 1:25-cv-05201-JAV

ZILLOW, INC., ZILLOW GROUP, INC., and
TRULIA, LLC,

Defendants.

**DECLARATION OF SOHAM BHONSLE IN SUPPORT OF
PLAINTIFF'S MOTION FOR A PRELIMINARY INJUNCTION**

I, Soham Bhonsle, declare as follows:

1. My name is Soham Bhonsle. I am currently the Head of Investor Relations at Compass, Inc. ("Compass").
2. I submit this Declaration in support of Plaintiff Compass's Motion for a Preliminary Injunction. I have personal knowledge of the matters set forth in this declaration, and all exhibits attached to this declaration are true and correct copies.
3. I joined Compass in October 2024. Prior to joining Compass, I was employed by BTIG Limited, a global financial services firm, as a Senior Analyst and Vice President, where I covered companies in the Housing Services sector.
4. In my role as Head of Investor Relations at Compass, I interact with Compass's investors and financial analysts regarding Compass's financial performance and strategic

initiatives. I also regularly analyze changes in the real estate industry and forecast how those changes could impact Compass's revenues and profitability.

5. When I joined Compass in October 2024, the company was in the process of launching a new pre-marketing tool called the Compass 3-Phased Marketing Strategy. At that time, Compass was in the process of formally launching the model across the brokerage.

6. Since then, the 3-Phased Marketing Strategy has become an integral part of Compass's business and has impacted the way Compass is perceived by Wall Street, the investment community, and financial analysts. Earlier this year, for example, Compass discussed the 3-Phased Marketing Strategy and its increased adoption in Compass's Fourth Quarter 2024 and First Quarter 2025 earnings reports. **Exhibit A; Exhibit B.** Since then, investors and analysts consistently have identified the 3-Phased Marketing Strategy as a critical point of strategic differentiation. For example, during one discussion with investors, a top-30 shareholder explained that the 3-Phased Marketing Strategy represented the first time he had seen something differentiated during the fifteen years he had been following the brokerage industry. The same investor also stated on the same call with management that Compass's commitment to homeowner choice is the right thing to do and that it eventually would lead more consumers to Compass agents over time. One financial analyst at UBS explained in a March 3, 2025 update on Compass that the strategy would "accelerate agent growth, increase agent retention and ultimately improve [Compass's] value proposition when engaging with prospective acquisitions" and referenced the scripts that agents use to "sell the benefits of Private Exclusives/Coming Soon listings to potential sellers." **Exhibit C.**

7. During the past several months, and in line with the feedback mentioned above, I have had dozens of discussions with key investors and analysts who mentioned that they were

impressed with the 3-Phased Marketing Strategy's results and with Compass's ability to use the strategy to competitively differentiate itself from other brokerages. The investors and analysts were optimistic about how Compass could leverage the 3-Phased Marketing Strategy to grow its business, including by expanding its digital home search platform to recruit more consumers to visit Compass.com directly. In this respect, analysts explained how the 3-Phased Marketing Strategy could allow Compass to expand its online home search platform, bringing it into increased competition with Zillow and other home search platforms. For example, Deutsche Bank wrote in its May 13, 2025 update on Compass that "[c]ontinued adoption of this approach could enable Compass to create its own supply aggregation platform, competing directly with portals like Zillow and Realtor.com." **Exhibit D.** One hedge fund investor expressed the same sentiment, explaining that it was starting to resonate with him and the market that Compass was transforming into a "platform" company, "not just a brokerage."

8. I have reviewed publicly available information regarding Zillow's Listing Access Standards (the "Zillow LAS") and have had conversations with numerous colleagues, Compass investors, and analysts regarding the potential impact the Zillow LAS could have on the 3-Phased Marketing Strategy. To my knowledge, Zillow's initial April 10, 2025 announcement regarding the Zillow LAS created confusion and uncertainty for Compass's investors. The initial announcement was not clear regarding which pre-marketing activities could violate the Zillow LAS and therefore be banned from the Zillow platform. For example, BTIG wrote in an April 14, 2025 update on Zillow that there was "Confusion Around Listings Policy & Whether COMP Aligns." **Exhibit E.** BTIG noted in a separate update also dated April 14, 2025 that "Compass [] and a number of other brokers have launched private listing networks, and the question is whether these run afoul of [Zillow's] new policy." **Exhibit F.** As a result of this confusion, I

was contacted by several analysts and investors who expressed their concern about the impact of the Zillow LAS on Compass. The Zillow LAS was also raised at certain industry conferences and on investor and analyst calls in early May 2025.

9. In response to these developments, in May 2025, I updated Compass's board of directors about my discussions and learnings related to the Zillow LAS. I explained that investors were heavily focused on understanding the Zillow LAS and how the policy would impact Compass's deployment of the 3-Phased Marketing Strategy and, in turn, Compass's business.

10. On May 20, 2025, Zillow issued more details surrounding what types of pre-marketing activity would violate the policy and Zillow's plans for enforcing the rule. It is my understanding that Zillow will ban any listing from its website if the listing is not available to Zillow within one business day of public marketing. It is also my understanding that their definition of public marketing is so broad that it would disincentivize Private Exclusives. The Zillow LAS has scared and caused confusion among current and prospective investors in Compass's stock. I continue to have weekly conversations with investors who are worried about the Zillow LAS negatively impacting Compass's ability to effectively continue the 3-Phased Marketing Strategy. Based on my discussions with investors and knowledge of the industry, I know that investors widely view the 3-Phased Marketing Strategy as an important tool to unlock differentiated growth for Compass, and that investors see the Zillow LAS as a threat to that differentiated growth. I also know the overall fear and confusion surrounding the Zillow LAS has disturbed our investors and created uncertainty regarding the viability of Compass's 3-Phased Marketing Strategy.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 26th day of June 2025.



Soham Bhonsle